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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re: Rite Aid Corporation, Debtor. ¹ Tax I.D. No. 23-1614034	Chapter 11 Case No. 23-18993 (MBK)
In re: 1515 West State Street, Boise, Idaho, LLC, Debtor. Tax I.D. No. 27-4359371	Chapter 11 Case No. 23-19001 (MBK)
In re: 1740 Associates, L.L.C., Debtor. Tax I.D. No. 27-4359433	Chapter 11 Case No. 23-19004 (MBK)

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

In re: 4042 Warrensville Center Road - Warrensville Ohio, Inc., Debtor. Tax I.D. No. 25-1820507	Chapter 11 Case No. 23-19007 (MBK)
In re: 5277 Associates, Inc., Debtor. Tax I.D. No. 23-2940919	Chapter 11 Case No. 23-19010 (MBK)
In re: 5600 Superior Properties, Inc., Debtor. Tax I.D. No. 80-0052337	Chapter 11 Case No. 23-19013 (MBK)
In re: Advance Benefits, LLC, Debtor. Tax I.D. No. 59-3760021	Chapter 11 Case No. 23-19017 (MBK)
In re: Apex Drug Stores, Inc., Debtor. Tax I.D. No. 38-2413448	Chapter 11 Case No. 23-19026 (MBK)
In re: Ascend Health Technology LLC, Debtor. Tax I.D. No. 45-4806467	Chapter 11 Case No. 23-19029 (MBK)
In re: Broadview and Wallings-Broadview Heights Ohio, Inc., Debtor. Tax I.D. No. 25-1814215	Chapter 11 Case No. 23-19033 (MBK)

<p>In re:</p> <p>Design Rx Holdings LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 27-4368094</p>	<p>Chapter 11</p> <p>Case No. 23-19036 (MBK)</p>
<p>In re:</p> <p>Design Rx, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 20-1369429</p>	<p>Chapter 11</p> <p>Case No. 23-19039 (MBK)</p>
<p>In re:</p> <p>Designrxclusives, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 20-5166645</p>	<p>Chapter 11</p> <p>Case No. 23-19041 (MBK)</p>
<p>In re:</p> <p>Eckerd Corporation,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 51-0378122</p>	<p>Chapter 11</p> <p>Case No. 23-19047 (MBK)</p>
<p>In re:</p> <p>Drug Palace, Inc.,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 80-0052352</p>	<p>Chapter 11</p> <p>Case No. 23-19044 (MBK)</p>
<p>In re:</p> <p>EDC Drug Stores, Inc.,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 56-0596933</p>	<p>Chapter 11</p> <p>Case No. 23-19049 (MBK)</p>
<p>In re:</p> <p>Elixir Holdings, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 26-0676699</p>	<p>Chapter 11</p> <p>Case No. 23-19052 (MBK)</p>
<p>In re:</p> <p>Elixir Pharmacy, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax I.D. No. 26-2434607</p>	<p>Chapter 11</p> <p>Case No. 23-19056 (MBK)</p>

In re: Elixir Puerto Rico, Inc., Debtor. Tax I.D. No. 61-1772789	Chapter 11 Case No. 23-19059 (MBK)
In re: Elixir Rx Options, LLC, Debtor. Tax I.D. No. 34-1939227	Chapter 11 Case No. 23-19062 (MBK)
In re: Elixir Rx Solutions of Nevada, LLC, Debtor. Tax I.D. No. 88-0511398	Chapter 11 Case No. 23-19072 (MBK)
In re: Elixir Rx Solutions, LLC, Debtor. Tax I.D. No. 05-0570786	Chapter 11 Case No. 23-19066 (MBK)
In re: Elixir Rx Solutions, LLC, Debtor. Tax I.D. No. 36-4221427	Chapter 11 Case No. 23-19069 (MBK)
In re: Elixir Savings, LLC, Debtor. Tax I.D. No. 20-3389462	Chapter 11 Case No. 23-19074 (MBK)
In re: First Florida Insurers of Tampa, LLC, Debtor. Tax I.D. No. 59-2798509	Chapter 11 Case No. 23-19076 (MBK)

<p>In re:</p> <p>GDF, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 34-1343867</p>	<p>Chapter 11</p> <p>Case No. 23-19078 (MBK)</p>
<p>In re:</p> <p>Genovese Drug Stores, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 11-1556812</p>	<p>Chapter 11</p> <p>Case No. 23-19081 (MBK)</p>
<p>In re:</p> <p>Gettysburg and Hoover-Dayton, Ohio, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-4355844</p>	<p>Chapter 11</p> <p>Case No. 23-19084 (MBK)</p>
<p>In re:</p> <p>Grand River & Fenkell, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-5007145</p>	<p>Chapter 11</p> <p>Case No. 23-19085 (MBK)</p>
<p>In re:</p> <p>Harco, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 63-0522700</p>	<p>Chapter 11</p> <p>Case No. 23-19088 (MBK)</p>
<p>In re:</p> <p>Health Dialog Services Corporation,</p> <p>Debtor.</p> <p>Tax I.D. No. 04-3274661</p>	<p>Chapter 11</p> <p>Case No. 23-19089 (MBK)</p>
<p>In re:</p> <p>Hunter Lane, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 90-1011712</p>	<p>Chapter 11</p> <p>Case No. 23-19092 (MBK)</p>
<p>In re:</p> <p>ILG – 90 B Avenue Lake Oswego, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 33-1192489</p>	<p>Chapter 11</p> <p>Case No. 23-19095 (MBK)</p>

In re: JCG (PJC) USA, LLC, Debtor. Tax I.D. No. 26-0169455	Chapter 11 Case No. 23-19098 (MBK)
In re: JCG Holdings (USA), Inc., Debtor. Tax I.D. No. 20-1147565	Chapter 11 Case No. 23-19099 (MBK)
In re: Juniper Rx, LLC, Debtor. Tax I.D. No. 88-0991843	Chapter 11 Case No. 23-19101 (MBK)
In re: K & B Alabama Corporation, Debtor. Tax I.D. No. 72-1011085	Chapter 11 Case No. 23-19103 (MBK)
In re: K & B Louisiana Corporation, Debtor. Tax I.D. No. 72-1043860	Chapter 11 Case No. 23-19104 (MBK)
In re: K & B Mississippi Corporation, Debtor. Tax I.D. No. 72-0983482	Chapter 11 Case No. 23-19106 (MBK)
In re: K & B Services, Incorporated Debtor. Tax I.D. No. 72-1245171	Chapter 11 Case No. 23-19108 (MBK)

In re: K & B Tennessee Corporation, Debtor. Tax I.D. No. 62-1444359	Chapter 11 Case No. 23-18994 (MBK)
In re: K&B Texas Corporation, Debtor. Tax I.D. No. 72-1010327	Chapter 11 Case No. 23-18996 (MBK)
In re: K & B, Incorporated, Debtor. Tax I.D. No. 51-0346254	Chapter 11 Case No. 23-18995 (MBK)
In re: Lakehurst and Broadway Corporation, Debtor. Tax I.D. No. 23-2937947	Chapter 11 Case No. 23-18992 (MBK)
In re: Laker Software, LLC, Debtor. Tax I.D. No. 41-1924169	Chapter 11 Case No. 23-18998 (MBK)
In re: LMW 90 B Avenue Lake Oswego, Inc, Debtor. Tax I.D. No. 27-2254279	Chapter 11 Case No. 23-19000 (MBK)
In re: Maxi Drug North, Inc., Debtor. Tax I.D. No. 05-0520884	Chapter 11 Case No. 23-19003 (MBK)

In re: Maxi Drug South, L.P., Debtor. Tax I.D. No. 05-0520885	Chapter 11 Case No. 23-19005 (MBK)
In re: Maxi Drug, Inc., Debtor. Tax I.D. No. 04-2960944	Chapter 11 Case No. 23-19008 (MBK)
In re: Maxi Green Inc., Debtor. Tax I.D. No. 45-0515111	Chapter 11 Case No. 23-19011 (MBK)
In re: Munson & Andrews, LLC, Debtor. Tax I.D. No. 27-4356050	Chapter 11 Case No. 23-19014 (MBK)
In re: Name Rite, L.L.C., Debtor. Tax I.D. No. 27-3719933	Chapter 11 Case No. 23-19016 (MBK)
In re: P.J.C. Distribution, Inc., Debtor. Tax I.D. No. 22-3252604	Chapter 11 Case No. 23-19020 (MBK)
In re: P.J.C. Realty Co., Inc., Debtor. Tax I.D. No. 04-2967938	Chapter 11 Case No. 23-19022 (MBK)

In re: PDS-1 Michigan, Inc., Debtor. Tax I.D. No. 38-2935739	Chapter 11 Case No. 23-19024 (MBK)
In re: Perry Drug Stores, Inc., Debtor. Tax I.D. No. 38-0947300	Chapter 11 Case No. 23-19027 (MBK)
In re: PJC Lease Holdings, Inc., Debtor. Tax I.D. No. 01-0573835	Chapter 11 Case No. 23-19030 (MBK)
In re: PJC Manchester Realty LLC, Debtor. Tax I.D. No. 01-0573821	Chapter 11 Case No. 23-19034 (MBK)
In re: PJC of Massachusetts, Inc., Debtor. Tax I.D. No. 05-0481151	Chapter 11 Case No. 23-19037 (MBK)
In re: PJC of Rhode Island, Inc., Debtor. Tax I.D. No. 23-1979613	Chapter 11 Case No. 23-19040 (MBK)
In re: PJC of Vermont Inc., Debtor. Tax I.D. No. 05-0498065	Chapter 11 Case No. 23-19043 (MBK)

In re: PJC Peterborough Realty LLC, Debtor. Tax I.D. No. 20-1151661	Chapter 11 Case No. 23-19045 (MBK)
In re: PJC Realty MA, Inc., Debtor. Tax I.D. No. 02-0692817	Chapter 11 Case No. 23-19048 (MBK)
In re: PJC Revere Realty LLC, Debtor. Tax I.D. No. 01-0573818	Chapter 11 Case No. 23-19051 (MBK)
In re: PJC Special Realty Holdings, Inc., Debtor. Tax I.D. No. 01-0573843	Chapter 11 Case No. 23-19054 (MBK)
In re: RCMH LLC, Debtor. Tax I.D. No. 20-2804418	Chapter 11 Case No. 23-19055 (MBK)
In re: RDS Detroit, Inc., Debtor. Tax I.D. No. 35-1799950	Chapter 11 Case No. 23-19058 (MBK)
In re: READ's Inc., Debtor. Tax I.D. No. 80-0052330	Chapter 11 Case No. 23-19063 (MBK)

<p>In re:</p> <p>RediClinic Associates, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-4053069</p>	<p>Chapter 11</p> <p>Case No. 23-19065 (MBK)</p>
<p>In re:</p> <p>RediClinic LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 76-0639661</p>	<p>Chapter 11</p> <p>Case No. 23-19068 (MBK)</p>
<p>In re:</p> <p>RediClinic of Dallas-Fort Worth, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4464318</p>	<p>Chapter 11</p> <p>Case No. 23-19070 (MBK)</p>
<p>In re:</p> <p>RediClinic of DC, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4054321</p>	<p>Chapter 11</p> <p>Case No. 23-19073 (MBK)</p>
<p>In re:</p> <p>RediClinic of DE, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4061619</p>	<p>Chapter 11</p> <p>Case No. 23-19077 (MBK)</p>
<p>In re:</p> <p>RediClinic of MD, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-1622394</p>	<p>Chapter 11</p> <p>Case No. 23-19080 (MBK)</p>
<p>In re:</p> <p>RediClinic of PA, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-1629750</p>	<p>Chapter 11</p> <p>Case No. 23-19082 (MBK)</p>

<p>In re:</p> <p>RediClinic of VA, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-3860141</p>	<p>Chapter 11</p> <p>Case No. 23-19087 (MBK)</p>
<p>In re:</p> <p>RediClinic US, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 26-2216660</p>	<p>Chapter 11</p> <p>Case No. 23-19091 (MBK)</p>
<p>In re:</p> <p>Richfield Road -Flint, Michigan, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 42-1645186</p>	<p>Chapter 11</p> <p>Case No. 23-19093 (MBK)</p>
<p>In re:</p> <p>Rite Aid Drug Palace, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2325476</p>	<p>Chapter 11</p> <p>Case No. 23-19096 (MBK)</p>
<p>In re:</p> <p>Rite Aid Hdqtrs. Corp.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2308342</p>	<p>Chapter 11</p> <p>Case No. 23-18999 (MBK)</p>
<p>In re:</p> <p>Rite Aid Hdqtrs. Funding, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 75-3167335</p>	<p>Chapter 11</p> <p>Case No. 23-19002 (MBK)</p>
<p>In re:</p> <p>Rite Aid Lease Management Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 95-2384577</p>	<p>Chapter 11</p> <p>Case No. 23-18997 (MBK)</p>

In re: Rite Aid of Connecticut, Inc., Debtor. Tax I.D. No. 23-1940645	Chapter 11 Case No. 23-19006 (MBK)
In re: Rite Aid of Delaware, Inc., Debtor. Tax I.D. No. 23-1940646	Chapter 11 Case No. 23-19009 (MBK)
In re: Rite Aid of Georgia, Inc., Debtor. Tax I.D. No. 23-2125551	Chapter 11 Case No. 23-19012 (MBK)
In re: Rite Aid of Indiana, Inc., Debtor. Tax I.D. No. 23-2048778	Chapter 11 Case No. 23-19015 (MBK)
In re: Rite Aid of Kentucky, Inc., Debtor. Tax I.D. No. 23-2039291	Chapter 11 Case No. 23-19019 (MBK)
In re: Rite Aid of Maine, Inc., Debtor. Tax I.D. No. 01-0324725	Chapter 11 Case No. 23-19021 (MBK)
In re: Rite Aid of Maryland, Inc., Debtor. Tax I.D. No. 23-1940941	Chapter 11 Case No. 23-19025 (MBK)

<p>In re:</p> <p>Rite Aid of Michigan, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 38-0857390</p>	<p>Chapter 11</p> <p>Case No. 23-19028 (MBK)</p>
<p>In re:</p> <p>Rite Aid of New Hampshire, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2008320</p>	<p>Chapter 11</p> <p>Case No. 23-19031 (MBK)</p>
<p>In re:</p> <p>Rite Aid of New Jersey, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-1940648</p>	<p>Chapter 11</p> <p>Case No. 23-18991 (MBK)</p>
<p>In re:</p> <p>Rite Aid of New York, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-1940649</p>	<p>Chapter 11</p> <p>Case No. 23-19035 (MBK)</p>
<p>In re:</p> <p>Rite Aid of North Carolina, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-1940650</p>	<p>Chapter 11</p> <p>Case No. 23-19038 (MBK)</p>
<p>In re:</p> <p>Rite Aid of Ohio, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-1940651</p>	<p>Chapter 11</p> <p>Case No. 23-19042 (MBK)</p>
<p>In re:</p> <p>Rite Aid of Pennsylvania, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-1940652</p>	<p>Chapter 11</p> <p>Case No. 23-19046 (MBK)</p>

In re: Rite Aid of South Carolina, Inc., Debtor. Tax I.D. No. 23-2047222	Chapter 11 Case No. 23-19050 (MBK)
In re: Rite Aid of Tennessee, Inc., Debtor. Tax I.D. No. 23-2047224	Chapter 11 Case No. 23-19053 (MBK)
In re: Rite Aid of Vermont, Inc., Debtor. Tax I.D. No. 23-1940942	Chapter 11 Case No. 23-19057 (MBK)
In re: Rite Aid of Virginia, Inc., Debtor. Tax I.D. No. 23-1940653	Chapter 11 Case No. 23-19060 (MBK)
In re: Rite Aid of Washington, D.C. Inc., Debtor. Tax I.D. No. 23-2461466	Chapter 11 Case No. 23-19064 (MBK)
In re: Rite Aid of West Virginia, Inc., Debtor. Tax I.D. No. 23-1940654	Chapter 11 Case No. 23-19067 (MBK)
In re: Rite Aid Online Store, Inc., Debtor. Tax I.D. No. 01-0910090	Chapter 11 Case No. 23-19071 (MBK)

In re: Rite Aid Payroll Management, Inc., Debtor. Tax I.D. No. 01-0910097	Chapter 11 Case No. 23-19075 (MBK)
In re: Rite Aid Realty Corp., Debtor. Tax I.D. No. 23-1725347	Chapter 11 Case No. 23-19079 (MBK)
In re: Rite Aid Rome Distribution Center, Inc., Debtor. Tax I.D. No. 23-1887836	Chapter 11 Case No. 23-19083 (MBK)
In re: Rite Aid Specialty Pharmacy, LLC, Debtor. Tax I.D. No. 27-4202824	Chapter 11 Case No. 23-19086 (MBK)
In re: Rite Aid Transport, Inc., Debtor. Tax I.D. No. 25-1793102	Chapter 11 Case No. 23-19090 (MBK)
In re: Rite Investments Corp., Debtor. Tax I.D. No. 51-0273192	Chapter 11 Case No. 23-19094 (MBK)
In re: Rite Investments Corp., LLC, Debtor. Tax I.D. No. 27-4359582	Chapter 11 Case No. 23-19097 (MBK)

<p>In re:</p> <p>Rx Choice, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 25-1598207</p>	<p>Chapter 11</p> <p>Case No. 23-19100 (MBK)</p>
<p>In re:</p> <p>Rx Initiatives L.L.C.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-3649446</p>	<p>Chapter 11</p> <p>Case No. 23-19102 (MBK)</p>
<p>In re:</p> <p>Rx USA, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2436417</p>	<p>Chapter 11</p> <p>Case No. 23-19105 (MBK)</p>
<p>In re:</p> <p>The Bartell Drug Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 91-0138195</p>	<p>Chapter 11</p> <p>Case No. 23-19107 (MBK)</p>
<p>In re:</p> <p>The Jean Coutu Group (PJC) USA, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 04-2925810</p>	<p>Chapter 11</p> <p>Case No. 23-19109 (MBK)</p>
<p>In re:</p> <p>The Lane Drug Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 53-0125212</p>	<p>Chapter 11</p> <p>Case No. 23-19111 (MBK)</p>
<p>In re:</p> <p>Thrift Drug, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2098063</p>	<p>Chapter 11</p> <p>Case No. 23-19112 (MBK)</p>

In re: Thrifty Corporation, Debtor. Tax I.D. No. 95-1297550	Chapter 11 Case No. 23-19113 (MBK)
In re: Thrifty PayLess, Inc., Debtor. Tax I.D. No. 95-4391249	Chapter 11 Case No. 23-19114 (MBK)
In re: Tonic Procurement Solutions, LLC, Debtor. Tax I.D. No. 87-3071832	Chapter 11 Case No. 23-19115 (MBK) (Joint Administration Requested)

**DEBTORS' MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this motion (this “Motion”):¹

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”): (a) authorizing, but not directing, the Debtors to procedurally consolidate and jointly administer these chapter 11 cases, and (b) granting related relief. The

¹ A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Jeffrey S. Stein in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith. Capitalized terms used but not defined in this motion have the meanings ascribed to them in the First Day Declaration.

Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the case of Rite Aid Corporation, Case No. 23-18993 (MBK)

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent to the Court entering a final order in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a) and 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”) and rules 1015(b) and 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. The Debtors, together with their non-Debtor affiliates (collectively, “Rite Aid” or the “Company”), are on the front lines of delivering healthcare services and retail products to millions of Americans daily. Founded in 1962 with a single discount drugstore in Scranton, Pennsylvania, Rite Aid—and its over 45,000 employees—meet the fundamental consumer need for pharmacy services across the country through two divisions. On the retail side, Rite Aid employs more than 6,100 pharmacists and operates more than 2,100 retail pharmacy locations in 17 states. Through Elixir, the Company manages pharmacy benefits for more than one million members via accredited mail and specialty pharmacies, prescription discount programs, and an industry-leading claim adjudication platform. Headquartered in Philadelphia, Pennsylvania, Rite

Aid Corporation is publicly held with its common stock trading on the New York Stock Exchange under the trading symbol, “RAD.”

6. On October 15 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrent with the filing of this Motion, the Debtors filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

Basis for Relief

7. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The 120 Debtor entities that commenced these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

8. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See, e.g., In re Cyxtera Technologies, Inc.*, Case No. 23-14853 (JKS) (Bankr. D.N.J. June 4, 2023); *In re Whittaker, Clark & Daniels, Inc.*, Case No. 23-13575 (MBK) (Bankr. D.N.J. May 8, 2023); *In re Bed Bath & Beyond, Inc.*, Case No. 23-13359 (VFP) (Bankr. D.N.J. Apr. 24, 2023) (directing joint administration of chapter 11 cases); *In re David’s Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. Apr. 17, 2023) (same); *In re Block Fi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Nov. 29, 2022) (same); *In re Nat’l Realty Inv. Advisors, LLC*, No. 22-14539 (JKS) (Bankr. D.N.J. June 9,

2022) (same); *In re Alliant Tech., L.L.C.*, No. 21-19748 (JKS) (Bankr. D.N.J. Dec. 23, 2021) (same); and *In re Christopher & Banks Corp.*, No. 21-10269 (ABA) (Bankr. D.N.J. Jan. 15, 2021) (same).²

9. Given the integrated nature of the Debtors' operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the District of New Jersey (the "U.S. Trustee") and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

10. Moreover, joint administration will not adversely affect the Debtors' respective constituencies. This Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; rather, parties in interest will benefit from (i) the cost reductions associated with the joint administration of these chapter 11 cases and (ii) ease of reference to one main case docket of 23-18993 (MBK) throughout these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

11. The Debtors request that all orders, pleadings, papers, and documents, except proofs of claim, lists, schedules, and statements, shall be filed and docketed in the case number

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

assigned to 23-18993 (MBK) (the “Lead Case”), bearing the caption as shown in Exhibit 1 to the Order attached hereto.

12. The Debtors also seek the Court’s direction that a notation be entered on the docket in each of the Debtors’ chapter 11 cases to reflect the joint administration of these cases.

13. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors and should be granted in all respects.

Waiver of Memorandum of Law

14. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to rule 9013-1(a)(3) of the Local Rules because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

Reservation of Rights

15. Nothing contained in this motion or any order granting the relief requested in this motion, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with any such order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors’ or any other party in interest’s right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this motion or any order granting the relief requested by this motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection

of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

No Prior Request

16. No prior request for the relief sought in this Motion has been made to this or any other court.

Notice

17. The Debtors will provide notice of this motion to the following parties and/or their respective counsel, as applicable: (a) the office of the United States Trustee for the District of New Jersey; (b) the Debtors' 50 largest unsecured creditors (on a consolidated basis); (c) the agents under the Prepetition Credit Facilities and counsel thereto; (d) the DIP Agents and counsel thereto; (e) Paul, Weiss, Rifkind, Wharton & Garrison LLP and Fox Rothschild LLP, as counsel to the Ad Hoc Secured Noteholder Group; (f) the indenture trustees for the Senior Secured Notes; (g) the indenture trustee for the Senior Unsecured Notes; (h) the United States Attorney's Office for the District of New Jersey; (i) the Internal Revenue Service; (j) the U.S. Securities and Exchange Commission; (k) the attorneys general in the states where the Debtors conduct their business operations; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: October 16, 2023

/s/ Michael D. Sirota

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1(b) KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP Edward O. Sassower, P.C. Joshua A. Sussberg, P.C. (<i>pro hac vice</i> pending) Aparna Yenamandra, P.C. (<i>pro hac vice</i> pending) Ross J. Fiedler (<i>pro hac vice</i> pending) Zachary R. Manning (<i>pro hac vice</i> pending) 601 Lexington Avenue New York, New York 10022 Telephone: (212) 446-4800 Facsimile: (212) 446-4900 esassower@kirkland.com joshua.sussberg@kirkland.com aparna.yenamandra@kirkland.com ross.fiedler@kirkland.com zach.manning@kirkland.com COLE SCHOTZ P.C. Michael D. Sirota, Esq. Warren A. Usatine, Esq. Felice R. Yudkin, Esq. Seth Van Aalten, Esq. (<i>pro hac vice</i> pending) Court Plaza North, 25 Main Street Hackensack, New Jersey 07601 Telephone: (201) 489-3000 msirota@coleschotz.com wusatine@coleschotz.com fyudkin@coleschotz.com svanaalten@coleschotz.com <i>Proposed Co-Counsel to the Debtors and Debtors in Possession</i>	
In re: RITE AID CORPORATION, <i>et al.</i> , Debtors. ¹	Chapter 11 Case No. 23-18993 (MBK) (Joint Administration Requested)

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re: Rite Aid Corporation, Debtor. ¹ Tax I.D. No. 23-1614034	Chapter 11 Case No. 23-18993 (MBK)
In re: 1515 West State Street, Boise, Idaho, LLC, Debtor. Tax I.D. No. 27-4359371	Chapter 11 Case No. 23-19001 (MBK)
In re: 1740 Associates, L.L.C., Debtor. Tax I.D. No. 27-4359433	Chapter 11 Case No. 23-19004 (MBK)
In re: 4042 Warrensville Center Road - Warrensville Ohio, Inc., Debtor. Tax I.D. No. 25-1820507	Chapter 11 Case No. 23-19007 (MBK)
In re: 5277 Associates, Inc., Debtor. Tax I.D. No. 23-2940919	Chapter 11 Case No. 23-19010 (MBK)

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

In re: 5600 Superior Properties, Inc., Debtor. Tax I.D. No. 80-0052337	Chapter 11 Case No. 23-19013 (MBK)
In re: Advance Benefits, LLC, Debtor. Tax I.D. No. 59-3760021	Chapter 11 Case No. 23-19017 (MBK)
In re: Apex Drug Stores, Inc., Debtor. Tax I.D. No. 38-2413448	Chapter 11 Case No. 23-19026 (MBK)
In re: Ascend Health Technology LLC, Debtor. Tax I.D. No. 45-4806467	Chapter 11 Case No. 23-19029 (MBK)
In re: Broadview and Wallings-Broadview Heights Ohio, Inc., Debtor. Tax I.D. No. 25-1814215	Chapter 11 Case No. 23-19033 (MBK)
In re: Design Rx Holdings LLC, Debtor. Tax I.D. No. 27-4368094	Chapter 11 Case No. 23-19036 (MBK)

<p>In re:</p> <p>Design Rx, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-1369429</p>	<p>Chapter 11</p> <p>Case No. 23-19039 (MBK)</p>
<p>In re:</p> <p>Designrxclusives, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-5166645</p>	<p>Chapter 11</p> <p>Case No. 23-19041 (MBK)</p>
<p>In re:</p> <p>Eckerd Corporation,</p> <p>Debtor.</p> <p>Tax I.D. No. 51-0378122</p>	<p>Chapter 11</p> <p>Case No. 23-19047 (MBK)</p>
<p>In re:</p> <p>Drug Palace, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 80-0052352</p>	<p>Chapter 11</p> <p>Case No. 23-19044 (MBK)</p>
<p>In re:</p> <p>EDC Drug Stores, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 56-0596933</p>	<p>Chapter 11</p> <p>Case No. 23-19049 (MBK)</p>
<p>In re:</p> <p>Elixir Holdings, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-0676699</p>	<p>Chapter 11</p> <p>Case No. 23-19052 (MBK)</p>
<p>In re:</p> <p>Elixir Pharmacy, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-2434607</p>	<p>Chapter 11</p> <p>Case No. 23-19056 (MBK)</p>
<p>In re:</p> <p>Elixir Puerto Rico, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 61-1772789</p>	<p>Chapter 11</p> <p>Case No. 23-19059 (MBK)</p>

In re: Elixir Rx Options, LLC, Debtor. Tax I.D. No. 34-1939227	Chapter 11 Case No. 23-19062 (MBK)
In re: Elixir Rx Solutions of Nevada, LLC, Debtor. Tax I.D. No. 88-0511398	Chapter 11 Case No. 23-19072 (MBK)
In re: Elixir Rx Solutions, LLC, Debtor. Tax I.D. No. 05-0570786	Chapter 11 Case No. 23-19066 (MBK)
In re: Elixir Rx Solutions, LLC, Debtor. Tax I.D. No. 36-4221427	Chapter 11 Case No. 23-19069 (MBK)
In re: Elixir Savings, LLC, Debtor. Tax I.D. No. 20-3389462	Chapter 11 Case No. 23-19074 (MBK)
In re: First Florida Insurers of Tampa, LLC, Debtor. Tax I.D. No. 59-2798509	Chapter 11 Case No. 23-19076 (MBK)
In re: GDF, Inc., Debtor. Tax I.D. No. 34-1343867	Chapter 11 Case No. 23-19078 (MBK)

<p>In re:</p> <p>Genovese Drug Stores, Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 11-1556812</p>	<p>Chapter 11</p> <p>Case No. 23-19081 (MBK)</p>
<p>In re:</p> <p>Gettysburg and Hoover-Dayton, Ohio, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 27-4355844</p>	<p>Chapter 11</p> <p>Case No. 23-19084 (MBK)</p>
<p>In re:</p> <p>Grand River & Fenkell, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 27-5007145</p>	<p>Chapter 11</p> <p>Case No. 23-19085 (MBK)</p>
<p>In re:</p> <p>Harco, Inc.,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 63-0522700</p>	<p>Chapter 11</p> <p>Case No. 23-19088 (MBK)</p>
<p>In re:</p> <p>Health Dialog Services Corporation,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 04-3274661</p>	<p>Chapter 11</p> <p>Case No. 23-19089 (MBK)</p>
<p>In re:</p> <p>Hunter Lane, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 90-1011712</p>	<p>Chapter 11</p> <p>Case No. 23-19092 (MBK)</p>
<p>In re:</p> <p>ILG – 90 B Avenue Lake Oswego, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 33-1192489</p>	<p>Chapter 11</p> <p>Case No. 23-19095 (MBK)</p>
<p>In re:</p> <p>JCG (PJC) USA, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 26-0169455</p>	<p>Chapter 11</p> <p>Case No. 23-19098 (MBK)</p>

In re: JCG Holdings (USA), Inc., Debtor. Tax I.D. No. 20-1147565	Chapter 11 Case No. 23-19099 (MBK)
In re: Juniper Rx, LLC, Debtor. Tax I.D. No. 88-0991843	Chapter 11 Case No. 23-19101 (MBK)
In re: K & B Alabama Corporation, Debtor. Tax I.D. No. 72-1011085	Chapter 11 Case No. 23-19103 (MBK)
In re: K & B Louisiana Corporation, Debtor. Tax I.D. No. 72-1043860	Chapter 11 Case No. 23-19104 (MBK)
In re: K & B Mississippi Corporation, Debtor. Tax I.D. No. 72-0983482	Chapter 11 Case No. 23-19106 (MBK)
In re: K & B Services, Incorporated Debtor. Tax I.D. No. 72-1245171	Chapter 11 Case No. 23-19108 (MBK)
In re: K & B Tennessee Corporation, Debtor. Tax I.D. No. 62-1444359	Chapter 11 Case No. 23-18994 (MBK)

In re: K&B Texas Corporation, Debtor. Tax I.D. No. 72-1010327	Chapter 11 Case No. 23-18996 (MBK)
In re: K & B, Incorporated, Debtor. Tax I.D. No. 51-0346254	Chapter 11 Case No. 23-18995 (MBK)
In re: Lakehurst and Broadway Corporation, Debtor. Tax I.D. No. 23-2937947	Chapter 11 Case No. 23-18992 (MBK)
In re: Laker Software, LLC, Debtor. Tax I.D. No. 41-1924169	Chapter 11 Case No. 23-18998 (MBK)
In re: LMW 90 B Avenue Lake Oswego, Inc, Debtor. Tax I.D. No. 27-2254279	Chapter 11 Case No. 23-19000 (MBK)
In re: Maxi Drug North, Inc., Debtor. Tax I.D. No. 05-0520884	Chapter 11 Case No. 23-19003 (MBK)
In re: Maxi Drug South, L.P., Debtor. Tax I.D. No. 05-0520885	Chapter 11 Case No. 23-19005 (MBK)

<p>In re:</p> <p>Maxi Drug, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 04-2960944</p>	<p>Chapter 11</p> <p>Case No. 23-19008 (MBK)</p>
<p>In re:</p> <p>Maxi Green Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-0515111</p>	<p>Chapter 11</p> <p>Case No. 23-19011 (MBK)</p>
<p>In re:</p> <p>Munson & Andrews, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-4356050</p>	<p>Chapter 11</p> <p>Case No. 23-19014 (MBK)</p>
<p>In re:</p> <p>Name Rite, L.L.C.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-3719933</p>	<p>Chapter 11</p> <p>Case No. 23-19016 (MBK)</p>
<p>In re:</p> <p>P.J.C. Distribution, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3252604</p>	<p>Chapter 11</p> <p>Case No. 23-19020 (MBK)</p>
<p>In re:</p> <p>P.J.C. Realty Co., Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 04-2967938</p>	<p>Chapter 11</p> <p>Case No. 23-19022 (MBK)</p>
<p>In re:</p> <p>PDS-1 Michigan, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 38-2935739</p>	<p>Chapter 11</p> <p>Case No. 23-19024 (MBK)</p>

In re: Perry Drug Stores, Inc., Debtor. Tax I.D. No. 38-0947300	Chapter 11 Case No. 23-19027 (MBK)
In re: PJC Lease Holdings, Inc., Debtor. Tax I.D. No. 01-0573835	Chapter 11 Case No. 23-19030 (MBK)
In re: PJC Manchester Realty LLC, Debtor. Tax I.D. No. 01-0573821	Chapter 11 Case No. 23-19034 (MBK)
In re: PJC of Massachusetts, Inc., Debtor. Tax I.D. No. 05-0481151	Chapter 11 Case No. 23-19037 (MBK)
In re: PJC of Rhode Island, Inc., Debtor. Tax I.D. No. 23-1979613	Chapter 11 Case No. 23-19040 (MBK)
In re: PJC of Vermont Inc., Debtor. Tax I.D. No. 05-0498065	Chapter 11 Case No. 23-19043 (MBK)
In re: PJC Peterborough Realty LLC, Debtor. Tax I.D. No. 20-1151661	Chapter 11 Case No. 23-19045 (MBK)

In re: PJC Realty MA, Inc., Debtor. Tax I.D. No. 02-0692817	Chapter 11 Case No. 23-19048 (MBK)
In re: PJC Revere Realty LLC, Debtor. Tax I.D. No. 01-0573818	Chapter 11 Case No. 23-19051 (MBK)
In re: PJC Special Realty Holdings, Inc., Debtor. Tax I.D. No. 01-0573843	Chapter 11 Case No. 23-19054 (MBK)
In re: RCMH LLC, Debtor. Tax I.D. No. 20-2804418	Chapter 11 Case No. 23-19055 (MBK)
In re: RDS Detroit, Inc., Debtor. Tax I.D. No. 35-1799950	Chapter 11 Case No. 23-19058 (MBK)
In re: READ's Inc., Debtor. Tax I.D. No. 80-0052330	Chapter 11 Case No. 23-19063 (MBK)
In re: RediClinic Associates, Inc., Debtor. Tax I.D. No. 26-4053069	Chapter 11 Case No. 23-19065 (MBK)

<p>In re:</p> <p>RediClinic LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 76-0639661</p>	<p>Chapter 11</p> <p>Case No. 23-19068 (MBK)</p>
<p>In re:</p> <p>RediClinic of Dallas-Fort Worth, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4464318</p>	<p>Chapter 11</p> <p>Case No. 23-19070 (MBK)</p>
<p>In re:</p> <p>RediClinic of DC, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4054321</p>	<p>Chapter 11</p> <p>Case No. 23-19073 (MBK)</p>
<p>In re:</p> <p>RediClinic of DE, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4061619</p>	<p>Chapter 11</p> <p>Case No. 23-19077 (MBK)</p>
<p>In re:</p> <p>RediClinic of MD, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-1622394</p>	<p>Chapter 11</p> <p>Case No. 23-19080 (MBK)</p>
<p>In re:</p> <p>RediClinic of PA, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-1629750</p>	<p>Chapter 11</p> <p>Case No. 23-19082 (MBK)</p>
<p>In re:</p> <p>RediClinic of VA, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-3860141</p>	<p>Chapter 11</p> <p>Case No. 23-19087 (MBK)</p>

<p>In re:</p> <p>RediClinic US, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 26-2216660</p>	<p>Chapter 11</p> <p>Case No. 23-19091 (MBK)</p>
<p>In re:</p> <p>Richfield Road -Flint, Michigan, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 42-1645186</p>	<p>Chapter 11</p> <p>Case No. 23-19093 (MBK)</p>
<p>In re:</p> <p>Rite Aid Drug Palace, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2325476</p>	<p>Chapter 11</p> <p>Case No. 23-19096 (MBK)</p>
<p>In re:</p> <p>Rite Aid Hdqtrs. Corp.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2308342</p>	<p>Chapter 11</p> <p>Case No. 23-18999 (MBK)</p>
<p>In re:</p> <p>Rite Aid Hdqtrs. Funding, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 75-3167335</p>	<p>Chapter 11</p> <p>Case No. 23-19002 (MBK)</p>
<p>In re:</p> <p>Rite Aid Lease Management Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 95-2384577</p>	<p>Chapter 11</p> <p>Case No. 23-18997 (MBK)</p>
<p>In re:</p> <p>Rite Aid of Connecticut, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-1940645</p>	<p>Chapter 11</p> <p>Case No. 23-19006 (MBK)</p>

In re: Rite Aid of Delaware, Inc., Debtor. Tax I.D. No. 23-1940646	Chapter 11 Case No. 23-19009 (MBK)
In re: Rite Aid of Georgia, Inc., Debtor. Tax I.D. No. 23-2125551	Chapter 11 Case No. 23-19012 (MBK)
In re: Rite Aid of Indiana, Inc., Debtor. Tax I.D. No. 23-2048778	Chapter 11 Case No. 23-19015 (MBK)
In re: Rite Aid of Kentucky, Inc., Debtor. Tax I.D. No. 23-2039291	Chapter 11 Case No. 23-19019 (MBK)
In re: Rite Aid of Maine, Inc., Debtor. Tax I.D. No. 01-0324725	Chapter 11 Case No. 23-19021 (MBK)
In re: Rite Aid of Maryland, Inc., Debtor. Tax I.D. No. 23-1940941	Chapter 11 Case No. 23-19025 (MBK)
In re: Rite Aid of Michigan, Inc., Debtor. Tax I.D. No. 38-0857390	Chapter 11 Case No. 23-19028 (MBK)

In re: Rite Aid of New Hampshire, Inc., Debtor. Tax I.D. No. 23-2008320	Chapter 11 Case No. 23-19031 (MBK)
In re: Rite Aid of New Jersey, Inc., Debtor. Tax I.D. No. 23-1940648	Chapter 11 Case No. 23-18991 (MBK)
In re: Rite Aid of New York, Inc., Debtor. Tax I.D. No. 23-1940649	Chapter 11 Case No. 23-19035 (MBK)
In re: Rite Aid of North Carolina, Inc., Debtor. Tax I.D. No. 23-1940650	Chapter 11 Case No. 23-19038 (MBK)
In re: Rite Aid of Ohio, Inc., Debtor. Tax I.D. No. 23-1940651	Chapter 11 Case No. 23-19042 (MBK)
In re: Rite Aid of Pennsylvania, LLC, Debtor. Tax I.D. No. 23-1940652	Chapter 11 Case No. 23-19046 (MBK)
In re: Rite Aid of South Carolina, Inc., Debtor. Tax I.D. No. 23-2047222	Chapter 11 Case No. 23-19050 (MBK)

In re: Rite Aid of Tennessee, Inc., Debtor. Tax I.D. No. 23-2047224	Chapter 11 Case No. 23-19053 (MBK)
In re: Rite Aid of Vermont, Inc., Debtor. Tax I.D. No. 23-1940942	Chapter 11 Case No. 23-19057 (MBK)
In re: Rite Aid of Virginia, Inc., Debtor. Tax I.D. No. 23-1940653	Chapter 11 Case No. 23-19060 (MBK)
In re: Rite Aid of Washington, D.C. Inc., Debtor. Tax I.D. No. 23-2461466	Chapter 11 Case No. 23-19064 (MBK)
In re: Rite Aid of West Virginia, Inc., Debtor. Tax I.D. No. 23-1940654	Chapter 11 Case No. 23-19067 (MBK)
In re: Rite Aid Online Store, Inc., Debtor. Tax I.D. No. 01-0910090	Chapter 11 Case No. 23-19071 (MBK)
In re: Rite Aid Payroll Management, Inc., Debtor. Tax I.D. No. 01-0910097	Chapter 11 Case No. 23-19075 (MBK)

In re: Rite Aid Realty Corp., Debtor. Tax I.D. No. 23-1725347	Chapter 11 Case No. 23-19079 (MBK)
In re: Rite Aid Rome Distribution Center, Inc., Debtor. Tax I.D. No. 23-1887836	Chapter 11 Case No. 23-19083 (MBK)
In re: Rite Aid Specialty Pharmacy, LLC, Debtor. Tax I.D. No. 27-4202824	Chapter 11 Case No. 23-19086 (MBK)
In re: Rite Aid Transport, Inc., Debtor. Tax I.D. No. 25-1793102	Chapter 11 Case No. 23-19090 (MBK)
In re: Rite Investments Corp., Debtor. Tax I.D. No. 51-0273192	Chapter 11 Case No. 23-19094 (MBK)
In re: Rite Investments Corp., LLC, Debtor. Tax I.D. No. 27-4359582	Chapter 11 Case No. 23-19097 (MBK)
In re: Rx Choice, Inc., Debtor. Tax I.D. No. 25-1598207	Chapter 11 Case No. 23-19100 (MBK)

<p>In re:</p> <p>Rx Initiatives L.L.C.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-3649446</p>	<p>Chapter 11</p> <p>Case No. 23-19102 (MBK)</p>
<p>In re:</p> <p>Rx USA, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 23-2436417</p>	<p>Chapter 11</p> <p>Case No. 23-19105 (MBK)</p>
<p>In re:</p> <p>The Bartell Drug Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 91-0138195</p>	<p>Chapter 11</p> <p>Case No. 23-19107 (MBK)</p>
<p>In re:</p> <p>The Jean Coutu Group (PJC) USA, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 04-2925810</p>	<p>Chapter 11</p> <p>Case No. 23-19109 (MBK)</p>
<p>In re:</p> <p>The Lane Drug Company,</p> <p>Debtor.</p> <p>Tax I.D. No. 53-0125212</p>	<p>Chapter 11</p> <p>Case No. 23-19111 (MBK)</p>
<p>In re:</p> <p>Thrift Drug, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-2098063</p>	<p>Chapter 11</p> <p>Case No. 23-19112 (MBK)</p>
<p>In re:</p> <p>Thrifty Corporation,</p> <p>Debtor.</p> <p>Tax I.D. No. 95-1297550</p>	<p>Chapter 11</p> <p>Case No. 23-19113 (MBK)</p>

In re: Thrifty PayLess, Inc., Debtor. Tax I.D. No. 95-4391249	Chapter 11 Case No. 23-19114 (MBK)
In re: Tonic Procurement Solutions, LLC, Debtor. Tax I.D. No. 87-3071832	Chapter 11 Case No. 23-19115 (MBK) (Joint Administration Requested)

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered nineteen (19) through twenty-one (21), is **ORDERED**.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief

Upon the *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to direct the joint administration of the Debtors' chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409;; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and
(II) Granting Related Relief

2. The above-captioned cases hereby are jointly administrated by this Court for procedural purposes only.

3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

4. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of New Jersey shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

5. All pleadings, papers, and documents filed in the Lead Case shall bear the caption as shown in **Exhibit 1** attached hereto.

6. The caption shown in **Exhibit 1** attached hereto satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

7. All lists, schedules, and statements shall be filed and docketed in the specific Debtor's case to which they are applicable.

8. Any party in interest may request joint hearings on matters pending in any of these chapter 11 cases.

9. If pleadings, papers, or documents have been filed in any of the above-captioned cases other than the Lead Case prior to the entry of this Order, and those matters have not yet been heard and decided, the party who filed the pleading, paper, or document shall (i) refile the pleading, paper, or document in the Lead Case within three (3) business days of the entry of this Order,

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and
(II) Granting Related Relief

(ii) set the pleading, paper, or document for hearing before the judge assigned to the Lead Case, and (iii) notice the hearing to all appropriate parties.

10. The Clerk shall file a copy of this order in the Lead Case and each of the affiliated Debtor cases.

11. The Debtors shall file individual monthly operating reports for each Debtor and such reports shall be docketed in the Lead Case.

12. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

14. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

15. A true copy of this Order shall be served on all required parties pursuant to Local Rule 9013-5(f).

16. This Order shall be effective immediately upon entry.

17. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Exhibit 1

Case Caption

**KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP**

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Joshua A. Sussberg, P.C. (*pro hac vice* pending)
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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Rite Aid Corporation, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-18993 (MBK)

(Joint Administration Requested)

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.